

Bankrate, Inc.
Form 4
October 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barnhart Steven

(Last) (First) (Middle)

**C/O BANKRATE, INC., 11760 US
HIGHWAY ONE, SUITE 200**

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Bankrate, Inc. [RATE]

3. Date of Earliest Transaction
(Month/Day/Year)

10/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Interim CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2014		A	(A) or (D) Amount (1) 44,603	\$ 0 44,603	D	
Common Stock	10/01/2014		A	(A) or (D) Amount (2) 66,905	\$ 0 111,508	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barnhart Steven C/O BANKRATE, INC. 11760 US HIGHWAY ONE, SUITE 200 NORTH PALM BEACH, FL 33408			Interim CFO	

Signatures

/s/ James R. Gilmartin, as
attorney-in-fact

10/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grant of shares of restricted stock pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3. One-twelfth of the restricted shares will vest on each of the first twelve monthly anniversaries of September 14, 2014, subject to continued employment through each such vesting date and to full or partial accelerated vesting upon certain terminations of employment or the occurrence of certain terminations of employment following a change in control.

(2) Grant of shares of restricted stock pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3. The award will vest in five equal installments on each of the first five anniversaries of the date, if any, on which Mr. Barnhart is appointed Chief Financial Officer on a non-interim basis, subject to his continued employment through the applicable anniversary and to full or partial accelerated vesting upon certain terminations of employment or the occurrence of a change in control. The Long-Term Grant will be forfeited as of September 14, 2015 if Mr. Barnhart has not been appointed Chief Financial Officer of the company on a non-interim basis prior to that date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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